



Baton Rouge
Chapter

CHAPTER BYLAWS

**Approved by the Chapter Membership in
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Association of Government Accountants Baton Rouge Chapter

The Baton Rouge Chapter of the Association of Government Accountants received its charter from National AGA on January 17, 1974.

BYLAWS

Article I

NAME

The name of this organization is the Association of Government Accountants – Baton Rouge Chapter (hereinafter referred to as the “Chapter”).

Article II

AUTHORITY, MISSION, AND VALUES

SECTION 1. AUTHORITY

This Chapter derives its name and authority from and is chartered by the Association of Government Accountants, and is subject to the official “National Bylaws” and “Policies and Procedures” of the Association of Government Accountants (hereinafter referred to as the “Association” or “AGA”).

SECTION 2. VISION, MISSION, VALUES

VISION: To represent the premier association for advancing government accountability in our community.

MISSION: AGA is a professional association advancing accountability, transparency, and leadership by promoting education, certification, innovation, and collaboration across all levels of government and to stakeholders.

VALUES: Service, Accountability, Integrity, Leadership

SECTION 3. GOALS AND OBJECTIVES

The Association's goals and objectives are detailed in its strategic plan which is published via the AGA website (agacgfm.org).

- (a) To serve as the catalyst for innovation and thought leadership in government financial management.
 - Invest in leading and emerging issues.
 - Provide valued input on standards and to policymakers.
- (b) To educate and empower professionals to advance government accountability.
 - Expand participation and the reach of educational events through multiple delivery channels.
 - Offer timely and relevant events, courses, and tools.
 - Promote careers in government financial management.
- (c) To have *Advance Certified Government Financial Manager®* (CGFM®) as the certification for government accountability professionals.
 - Promote the relevance and value of the CGFM to individuals, employers and educators.
 - Increase the number of CGFMs.
 - Continuously update certification processes and materials for relevancy.
- (d) To facilitate collaboration among multiple disciplines, sectors, and levels of government.
 - Provide forums for dialogue and information-sharing.
 - Engage with government leaders and professional organizations to build partnerships and trust.
 - Develop and promote tools to address intergovernmental challenges.
- (e) To maximize member value.
 - Empower chapters and support their activities.
 - Expand opportunities for leadership development.
 - Increase the number and diversity of members.
 - Create experiences that increase member engagement.
 - Engage and mentor young professionals.
- (f) To enhance the public's perception of government financial management.
 - Utilize multiple forms of media to highlight significant achievements of government financial managers.
 - Promote citizen-friendly reporting of governments' finances, accomplishments, and challenges.
 - Communicate the value of public service.
 - Highlight the importance of financial management in decision-making.

Article III

CODE OF ETHICS

In order to foster the highest professional standards and behavior, and exemplary service to all levels of government, Chapter members are expected to abide by the Association's Code of Ethics which has been developed by the national organization and is published via the AGA website to the membership and CGFMs.

MEMBERSHIP

SECTION 1. MEMBERS

As defined in the Association's National Bylaws, the members of the Chapter shall consist of Government Members, Private Sector Members, Young Professional Members, Student Members, Retired Members, Lifetime Members, Honorary Members, Corporate Members, and Group Members. Each member is a voting member of the Chapter, having one vote.

SECTION 2. DUTIES OF MEMBERS

It is the duty and responsibility of members to:

- a) Endorse the vision, mission, values, goals and objectives of the Chapter and the Association.
- b) Uphold and be guided in their professional conduct by the Association's Code of Ethics.
- c) Cooperate with AGA's Professional Ethics Board in any investigations of alleged violations of the Code of Ethics. Failure to cooperate with the Professional Ethics Board may result in termination of membership, subject to the Professional Ethics Board appeals process.
- d) Maintain current membership in accordance with Association and Chapter requirements.
- e) Vote on matters submitted to the Chapter membership for a vote.
- f) Must attend seventy-five percent of Chapter Executive Committee (CEC) monthly meetings.

SECTION 3. DISCIPLINE AND SUSPENSION OF MEMBERS

Discipline and suspension of members will be as set forth in the Association's National Bylaws.

SECTION 4. RESIGNATION OF MEMBERS

Members may resign at any time, except that in the event a member resigns or allows his or her membership to expire after a formal notice of a disciplinary complaint has been filed against him or her by the Professional Ethics Board (PEB), but before a final determination on the complaint by the PEB has been made, that member shall not be eligible for renewal of membership with the AGA unless authorized by the National Governing Board (NGB). Such a member shall be given the status of "not eligible for membership" in AGA records.

SECTION 5. IMMEDIATE TERMINATION AND SUSPENSION OF MEMBERSHIP

If a member is found guilty by a court of competent jurisdiction of a crime punishable by imprisonment of more than one year, a felony, or any crime involving moral turpitude, the PEB may determine a sanction of termination without the need for further investigation.

SECTION 6. REINSTATEMENT

The Association's NGB may prescribe the conditions, policies and procedures under which members may be reinstated.

SECTION 7. COMMUNICATIONS

AGA and the Chapter's communications to members may be disseminated in writing or electronically (e.g., website, email).

Article V

MEETINGS OF MEMBERS

SECTION 1. CALLS TO MEETINGS

General membership meetings to advance the objectives of the Chapter may be called on such dates and at such times and places as designated by the Chapter President. Special membership meetings may be called by members having at least twenty (20) percent of the votes entitled to be cast at such meeting.

SECTION 2. NOTICE OF MEETINGS

Notice of each general membership meeting of the Chapter must be communicated to each member of the Chapter, not less than seven (7) days prior to the meeting. Notice of a special membership meeting must be provided to each member of the Chapter at least seven (7) days before the date of the meeting.

SECTION 3. CONDUCTING MEETINGS

Annual and special membership meetings can be held at a geographic location or by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to substantially read or hear the proceedings concurrently with their occurrence, vote on matters submitted to the members, pose questions and make comments.

SECTION 4. QUORUM

Twenty (20) percent of the voting members or nine (9) members, whichever is less, shall constitute a quorum for the transaction of official business presented at any Chapter meeting of the membership.

SECTION 5. VOTING ACTION

- (a) Except as otherwise provided in these Bylaws or by law, membership matters requiring a vote must be approved by a majority vote of the voting members present at any meeting at which there is a quorum. The exception to the majority rule which requires approval of 2/3 of the voting members present at a meeting for which a quorum is present is Changes to these Bylaws (see Article XV).
- (b) In lieu of a meeting, the Chapter President may call for a poll vote (via mail, email, or phone) on matters requiring a membership vote.

CHAPTER OFFICERS AND DIRECTIONS

SECTION 1. CHAPTER OFFICERS

The Officers of the Chapter shall be the Chapter President, the Chapter President-Elect, the Immediate Past President, the Secretary, the Treasurer, and Treasurer-Elect (optional).

- (a) The President shall be the prior year's President-Elect and shall serve for a one-year term in addition to any period in which he/she filled a vacancy in the office of President.

The Treasurer shall be the prior year's Treasurer-Elect and shall serve for a one-year term in addition to any period in which he/she shall filled a vacancy in the office of Treasurer.

- (b) The President-Elect, Treasurer-Elect (optional) and Secretary shall be elected annually for a one-year term as provided in Article VIII.

SECTION 2. CHAPTER DIRECTORS and/or VICE PRESIDENTS OR CHAIRS

- (a) The Chapter Directors/Vice Presidents/Chairs include the following positions:

- Membership
- Education
- Programs/Technical Meetings
- Accountability (CCR)
- Community Service
- Young Professionals/Student Relations
- Professional Certification (CGFM)
- Newsletter
- Website
- Chapter Recognition
- Scholarships
- Sponsorship
- Awards
- Bylaws and Procedures
- Committee Nominating Committee
- National Council of Chapter (NCC)
- Advisory Committee to the President

- b) Chapter Directors /Vice Presidents/Chairs will be elected annually for one-year terms as provided for in Article VIII.

SECTION 3. REMOVAL OF CHAPTER OFFICERS AND DIRECTORS/VICEPRESIDENTS/CHAIRS

The responsibilities of Chapter Officers and Directors/Vice Presidents/Chairs are set forth in the Chapter's policies and procedures manual. Chapter officers and Directors/Vice Presidents/Chairs are expected to perform those duties.

A member of the Chapter Executive Committee may be removed with cause, by vote of two-thirds (2/3) of the voting CEC members. "Cause" under this Section 3 shall be defined to include not meeting the position's stated responsibilities, violations of AGA Code of Ethics as determined by the Ethics Committee, and as provided by law and in the Association's Policies and Procedures.

Article VII

CHAPTER OFFICERS AND DIRECTORS

- (b) The President shall be the prior year's President-elect and shall serve for a one-year term in addition to any period in which he/she filled a vacancy in the office of President.
- (c) The President-elect, National Council of Chapter, Treasurer and Secretary shall be elected annually for a one-year term as provided in Article VIII.
- (d) If the Chapter President is absent from the CEC meeting, the officer to preside shall be determined in the following succession: Chapter President-Elect, Immediate Past Chapter President, Secretary, Treasurer or Treasurer-Elect (optional).

SECTION 2. CEC MEETINGS

Meetings of the CEC are strongly recommended to be at least monthly on a Wednesday or Thursday at 5:00 pm and manner as may be designated by the Chapter President.

SECTION 3. CEC QUORUM AND VOTING ACTION

- a) A quorum for a CEC meeting is at least one-third of the voting members of the CEC.
- b) Except as otherwise provided in these Bylaws, matters requiring a vote by the CEC shall be approved by a majority of voting members present for which a quorum is present. The exceptions to the majority rule, which requires approval of 2/3 of the voting members, are removal of Chapter officers and directors (see Article VI, Section 3) and setting the annual Chapter dues rate (see Article XII).
- c) In lieu of a meeting, the Chapter President may call for a poll vote (via, mail, email, or phone) on matters requiring a CEC vote. Any vote taken in this manner that is not unanimous must be resubmitted to the CEC at its next meeting for ratification.

- d) Unless precluded by other sections of these Bylaws and without limitations regarding other matters, the CEC shall have responsibility for the following matters based on voting as prescribed in this Article.
1. Promulgate the policies and programs of the Association and the Chapter.
 2. Adopt Annual Budget and approve revisions thereof in excess of ten percent of budgeted expenditures.
 3. Develop a Policy and Procedures Manual for the Chapter and see that it is implemented. Also approve all changes in the manual.
 4. Review all actions and programs of the Chapter's Committees. The CEC may require Committees to appear before it at appropriate times.
 5. Appoint the Chapter's Representative to the National Councils of Chapters.

Article VIII

NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. NOMINATIONS

Candidates for Officers and Directors will be put forward by the Nominating Committee as set forth in the Chapter Policies and Procedures.

SECTION 2. CAMPAIGNING

Campaigning by candidates for elective office is not permitted.

SECTION 3. BALLOTING

When there is a contest for an Officer or Director position:

- a) When there is a contest for an elective office, ballots will be communicated in such form as the Chapter's Bylaws and Procedures Committee may designate.
- b) If an election for the Chapter President-elect, National Council of Chapter, Treasurer-elect, Secretary or a Director is required, the Chapter members shall cast the votes after March 15th and not later than April 30th.

SECTION 4. ELECTION RESULTS

Results of elections shall be tabulated as designated by the Chapter's Bylaws and Procedures Committee, which shall certify the results to the Chapter President no later than May 15. When there is not a contest for an elective office, the Chair of Bylaws and Procedures Committee shall certify the election to the Chapter President without ballot.

SECTION 5. FILLING OF VACANCIES

In the event of a vacancy occurring in an Officer or Director position, the position will be filled as set forth in the Chapter Policies and Procedures.

Article IX

COMMITTEES AND TASK FORCES

SECTION 1. FORMATION

There shall be at least two standing committees, Executive and Nominating. The chairs of the standing committees are nominated and elected as Directors of the CEC per Article VIII above.

In addition, the Chapter President, upon ratification by the CEC, may establish such Committees and Task Forces as may be needed to assist the CEC and the Chapter President in carrying out the programs and operations of the Chapter. The Chapter President shall, in consultation with the Chapter President-Elect, appoint those chairs.

Committee membership, terms and responsibilities will be as set forth in the Chapter policies.

Article X

FISCAL YEAR

SECTION 1. FISCAL YEAR

The fiscal year of the Chapter shall end at the close of business on the (30th) day of June of each year. The membership and recognition year of the Association shall end at the close of business on the 30th day of April of each year.

Article XI

FINANCIAL RESPONSIBILITIES

SECTION 1. AUTHORITY

The Chapter Executive Committee shall have authority to prescribe such procedures as it deems appropriate to assure adequate budgetary and financial controls for the Chapter.

SECTION 2. BUDGET

Approval of the budget by the Chapter Executive Committee shall constitute authority for the responsible officials of the Chapter to obligate funds as provided in the budget. However, no commitment shall be made that will cause the pertinent category of expense in the budget to be exceeded by more than 10 percent (10%), unless this expense has the advance approval of the Chapter Executive Committee

Article XII

DUES

SECTION 1. DUES

- A. The Chapter portion of the annual dues rates for the different classes and categories of membership shall be set by a two-thirds (2/3) vote of the CEC. (See Article VI, Section 1 (d)(3)).
- B. A member who has been appropriately invoiced and who fails to pay his or her membership dues for a period of two months after the due date shall be suspended automatically as a member of the Association and the Chapter. Suspended members who continue to fail to pay their membership dues shall be removed automatically from the rolls of the Association four months after the suspension date.
- C. The National Executive Committee as provided in the Association's Policies and Procedures may suspend membership in the Association.

SECTION 2. WAIVER OF DUES - MILITARY DUES

Any civilian member who is required to serve an initial tour of duty with the United States Armed Forces or who, as a reservist, is called upon to perform extended active duty shall be granted a leave of absence from the Chapter while performing such military duty. Upon request, the member's dues shall be waived for each fiscal year in which the tour occurs without any loss of rights and privileges to which the member was entitled prior to entering the military services.

Article XIII

DISSOLUTION

In the event of liquidation, dissolution or winding up of the business and affairs of the Chapter, whether voluntary or involuntary or by operation of law, the Chapter Executive Committee shall, after paying or making provisions for payment of all liabilities of the Chapter, dispose of all assets exclusively for the purpose of the Chapter or to such Association or organization as shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future Internal Revenue Law), in such manner as the Chapter Executive Committee shall determine. Any assets not so distributed shall be disposed of by the United States District Court for the 19th Judicial District Court of Louisiana exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

Article XIV

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the proceedings of the Chapter unless otherwise provided by statute, the Articles of Incorporation of the Chapter, or these Bylaws.

Article XV

AMENDMENTS

SECTION 1. GENERAL

The power to make, alter, amend or repeal the Bylaws shall be vested in the Chapter membership. The power to make, alter, amend or repeal the Policies and Procedures is vested in the Chapter Executive Committee, provided that any such action of the Chapter Executive Committee can be overturned by a two-thirds (2/3) vote of the Chapter membership.

SECTION 2. ORIGINATION OF BYLAWS AND POLICIES AND PROCEDURES AMENDMENTS

Proposed changes in these Bylaws and the Policies and Procedures of the Chapter shall be submitted in the following manner:

- (a) By proposal, in writing, to the President-Elect, or President if the President-Elect position is vacant, from any Chapter Committee or the AGA National Office.
- (b) By proposal, in writing to the President-Elect signed by twenty (20) percent of the membership or nine (9) members of the Chapter, whichever is less.

SECTION 3. PROCESSING PROCEDURES

Proposals shall be submitted to the Chapter's Bylaws and Procedures Committee. The Chapter bylaws cannot contradict nor contain any ambiguity in relation to the AGA National Bylaws. After review and coordination with the initiator, appropriate changes along with Committee analysis shall be submitted to the CEC who shall submit Bylaws changes to the Chapter membership for a vote. An affirmative vote by two-thirds of those Chapter members present and voting is required for approval. After ratification by the chapter membership the amendments to the chapter bylaws should be provided to the AGA National Office. Modifications to the Policy and Procedures Manual shall become effective upon approval by a majority of the CEC.

Article XVI

LIABILITY OF OFFICERS AND INDEMNIFICATION

SECTION 1. LIMITATIONS ON LIABILITY

Notwithstanding any provision to the contrary, the real and personal property of the Chapter officers shall not be available to satisfy any of the Chapter's corporate debts to any extent whatever.

Chapter officers shall include those elected and appointed officers of the Chapter, members of the Chapter Executive Committee and those elected and appointed members of the Chapter's duly constituted Committees and Task Forces.

SECTION 2. INDEMNIFICATION

- (a) The Chapter may indemnify any current or former director, current or former officer, or any Chapter member who may have served at AGA's request as a director or officer of another Corporation, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, *if such person acted in a manner required by the law of the Chapter's state of incorporation in order to be eligible for indemnification.*
- (b) Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Chapter in advance of the final disposition of the action, suit or proceeding as authorized by the Chapter Executive Committee in the specific case, upon receipt of written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct for indemnification and a written commitment to repay any funds advanced if it is ultimately determined by a court of law or AGA's Professional Ethics Board that the individual has not met the relevant standard of conduct.
- (c) The indemnification provided hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any applicable statute as amended from time to time, any bylaw, agreement, vote of the members of the Chapter or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a chapter officer or director of the Chapter and shall inure to the benefit of the heirs, executors and administrators of such person.
- (d) The Chapter may purchase and maintain insurance on behalf of any person who is or was a chapter officer or director of the chapter, against any liability asserted against him or her and incurred by his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability under the provisions herein.